





Time	Content	Person in charge
	<b>III. VOTING</b>	
10:50 – 11:00	Announcement of % shareholders before voting	Shareholder Eligibility Verification Committee
	Voting on contents of the agenda + election	
<b>11:00 – 11:40</b>	<b><i>Tea break + Vote counting</i></b>	
11:40 – 11:50	Announcement of voting and election results	Vote Counting Committee
11:50 – 12:00	Approval of the Meeting minutes	AGM Secretariat Committee
12:00 – 12:10	Approval of the Meeting resolution	Member of BOD
<b>12:10</b>	<b>IV. CLOSING</b>	

A shareholder or group of shareholders holding 5% or more of the total number of common shares for a period of six consecutive months is entitled to propose issues in the agenda of AGM. Proposals must be made in writing and must be sent to DHG Pharma **before 4:00PM on 23 Mar 2018**. Proposals must include full name of shareholder (With regards to shareholders as an organization, write the name of the organization and its legal representatives), ID card/ business registration, amount and class of owned shares, and proposed contents in the agenda. The AGM Chairman has the rights to reject proposals in the following cases:

- Proposal is sent in inappropriate time, or with insufficient and inappropriate content;
- At the time of proposing, a shareholder or group of shareholders does not own at least 5% of common shares for a period of at least six consecutive months;
- Proposed issues are not in the authority of the General Meeting of Shareholders to discuss and approve;
- Proposed issues are inappropriate or violate prohibitions of law.

## **II. WORKING REGULATIONS AT THE MEETING**

### **1. Rights and obligations of shareholders**

- All shareholders or valid representatives of a shareholder have the rights to attend the Meeting, contribute ideas and vote on issues mentioned in the content of the Meeting.
- Shareholders or valid representatives of a shareholder have to pay for their own accommodation expenses to attend the Meeting.
- Shareholder or authorized persons who attend the Meeting is advised to bring: (1) Notice of invitation; (2) original ID card/citizen identification/Passport; (3) Power of attorney (in case of being authorized to attend the Meeting).

- Latecomers have the right to register attendance immediately and have the right to participate and vote at the Meeting but do not have the right to vote on previous approved contents when shareholders are not present (ie, the effect of the voting process conducted before latecomers attending will not be affected).
- The AGM **shall be held** when the number of shareholders attending the meeting represents **at least 65% of the total number of voting shares** according to the list of shareholders attending the meeting dated **28 Feb 2018**. In case there is not enough quantity to conduct the meeting, refer to Article 23 in the Company's Charter for implementation.
- The AGM **2017** presided over by the AGM Chairman that is approved at the Meeting. Shareholders must follow the Chair's direction and approve the voting results of the AGM, which is conducted in a prompt manner in accordance with the provisions of the Company and applicable law.
- The Meeting shall discuss and vote on each issue in the Meeting agenda under the authority of shareholders.
- Shareholders attending the meeting that would like to express their ideas, it is advisable to register with the Organizing Board or raise their hands, the Chairman will invite each shareholder to speak out. Shareholders are not allowed to express any content unrelated to the Meeting content.
- The Meeting content shall be fully recorded in the minutes by the AGM Secretary. Minutes and resolution of the AGM shall be read and approved before closing, archived at the Company, disclosed within 24 hours on the Company's website [www.dhgpharma.com.vn](http://www.dhgpharma.com.vn) – Investor Relations Section, information disclosure system of the State Securities Commission and the Ho Chi Minh Stock Exchange.

## **2. Rights and obligations of Shareholder Eligibility Verification Committee (“SEVC”)**

The SEVC is introduced by the Organizing Board, working under direct approval and supervision of the Supervisory Board will be responsible for:

- Making shareholder list attending the Meeting and post up at the Meeting venue;
- Receiving and checking ID card/Citizen identification/Passport, power of attorney (if any).
- Checking the number of shareholders attend the Meeting.
- Preparing the shareholder eligibility verification report, that is approved at the Meeting
- Handing out vote, voting card, election ballot to shareholders prior to the Meeting.
- The SEVC is obliged to be trustworthy and careful when performing its duties and be responsible for the results of their performance.

### **3. Rights and obligations of the Presidium, Meeting secretary and the Vote Counting Committee**

#### **3.1. The Presidium:**

- Has the right to control the Meeting properly and lawfully.
- Decides on issues related to the Meeting's sequence, procedures or other arising issues at the Meeting.
- Has the right to delay the Meeting that has been attended by all registered participants until a later time or change the meeting venue decided by the Presidium without consulting the Meeting if he/she finds that: behavior of attendants obstruct or possibly obstruct the Meeting's security and order and/or it is necessary to delay the Meeting in order to properly and lawfully conduct the Meeting..
- In addition, the Chairman of the General Meeting may delay the Meeting when there is a consensus or requested by the AGM that has sufficient attending shareholder. The maximum delay shall not exceed three days from the planned opening date of the Meeting. The Meeting will only consider remaining contents that should have been legally resolved at the previous delayed Meeting.

#### **3.2. The Secretariat Committee**

Introduced by the Chairman and approved by the Meeting, the Meeting Secretary is responsible for assisting the Chairman.

- + Fully and honestly recording the Meeting contents.
- + Announcing draft minutes and resolution of the Meeting

#### **3.3. The Vote Counting Committee**

Introduced by the Presidium and approved by the Meeting, the Vote Counting Committee is responsible for:

- + Supervising voting procedures of shareholders or proxies.
- + Gathering up voting shares on each content.
- + Preparing minutes of vote counting and getting it approved at the Meeting.
- + The Vote Counting Committee is obliged to be trustworthy and careful when performing tasks and be responsible for the results of their performance.

### **III. VOTING REGULATIONS**

#### **1. General rules on voting**

- Each share owns or represents ownership with one voting unit.
- Each shareholder or proxy, to be known as shareholder in general attending the Meeting shall be given registered vote, voting card, election ballot with registration number, full name of Shareholder, full names of proxy, number of voting card and stamped by DHG Pharma.

- Shareholder can receive more than one vote, voting card and election ballot if shareholder has an additional valid authorization that the organizing board did not aggregate in one.

## 2. Voting formality by voting card

All contents falling under decision of the AGM shall be adopted by voting in the form of secret ballots of all shareholders attending the Meeting by **voting card**.

Shareholder make decision:

- + “For” in respect of each content submitted to the AGM
- + “Against” in respect of each content submitted to the AGM
- + “Abstain” in respect of each content submitted to the AGM

### Vote Checking Principle with regards to voting by voting card

- With regards to each voting content prescribed on the voting card, shareholder/proxy selects one (01) out of the three (03) voting status by marking (X) on voting status. In case of making change, it is required to cross over the marked column, sign next to the crossed box and mark on the remaining box.
- Valid voting card:
  - + Follows the “voting card” of DHG Pharma and stamped by the Company
  - + “Voting card” is not torn, erased, scratched/made other marks
  - + Mark only one (01) out of (03) voting options “for”, “against” or “abstain” towards each voting content.
- Invalid voting card is card that does not meet one of the criteria of valid voting card:
  - + Does not follow “voting card” format of DHG Pharma, does not have the Company’s stamp on it.
  - + “Voting card” is torn, erased, scratched/made other marks
  - + “Voting card” does not vote on any voting content
- Abstention: is card handed over to shareholders at the Meeting, but is not returned to the Vote Counting Committee.

### Checking and summarizing result

- Voting card after being collected will be checked for its validity.
- Voting card after being checked and each voting content after being inputted into the voting software system shall be recorded to determine voting result and to compose into minutes of vote counting. The minutes must clearly clarify the number of voting shares for each voting content and voting rate.
- When recording result, voting card that is: (1) *invalid*; (2) *marking “abstain”*; (3) *abstention* shall be recorded as “**abstain**”.
- Voting results will be determined in accordance with each voting content and calculated as a percentage (%) rounded to two (02) decimal number.

## 3. Form of direct voting by a show of hands

- Direct voting is applicable to cases where the voting by voting cards is not applied. In case of direct voting at the meeting, shareholders make decisions by showing voting card to give opinion:
  - + “For” in respect of each content submitted to the AGM
  - + “Against” in respect of each content submitted to the AGM
  - + “Abstain” in respect of each content submitted to the AGM
- The Vote Counting Committee shall record the number of “for”, “against”, or “abstain” votes in writing and announce the voting result in the Meeting.

#### **4. Minimum rate to be passed when voting**

- The voting contents shall be approved when there are 51% or more of total votes of attending shareholders with voting rights approving each of the following issues:
  - + Report of the BOD 2017.
  - + Report of the BOS 2017.
  - + Audited consolidated financial statements 2017.
  - + Profit distribution 2017 and profit distribution plan 2018.
  - + Selection of independent auditor for financial statement FY 2018.
- Other contents in the Meeting shall be passed by having 65% or more of the total voting cards of Shareholders with voting rights approving each content.

**ON BEHALF OF THE ORGANIZING BOARD  
HEAD**

**Nguyen Chi Thanh**

[NOTICE: This Convocation Notice is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.]